

RECORDATION NO. 15080-E FILED

JUN 02 '06

12-00 PM

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SURFACE TRANSPORTATION BOARD

June 2, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Lease, dated as of May 24, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Lease previously filed with the Commission under Recordation Number 15080.

The name and address of the party to the enclosed document are:

Lessor: Mellon Leasing Corporation  
(successor in interest to Mercantile Bank,  
National Association)  
Room 4444  
One Mellon Bank Center  
500 Grant Street  
Pittsburgh, PA 15258

[Lessee: GE Capital Railcar Associates, Inc.  
(successor in interest to Signal Capital  
Corporation)  
161 North Clark Street  
Chicago, IL 60601]

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A description of the railroad equipment covered by the enclosed document is:

200 covered hopper railcars: PLWX 46000 – PLWX 46150 and  
PLCX 46151 – PLCX 46199.

A short summary of the document to appear in the index is:

Notice of Termination of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JUN 02 '06

12-00 PM

NOTICE OF TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, Mellon Leasing Corporation, as lessor, publishes this notice that the Equipment Lease dated as of September 1, 1986, originally between Mercantile Bank, National Association (predecessor in interest to Mellon Leasing Corporation), as lessor, and Signal Capital Corporation (predecessor in interest to GE Capital Railcar Associates, Inc.), as lessee (the "Lease"), as amended and/or assigned, *inter alia*, (i) pursuant to that certain First Amendment dated as of November 15, 1986 between Mercantile Bank National Association and Signal Capital Corporation (the "First Amendment"), (ii) pursuant to that certain Second Amendment dated as of January 31, 1987 between Mercantile Bank National Association and Signal Capital Corporation (the "Second Amendment"), (iii) pursuant to that certain Consent, Waiver, Amendment, Assignment and Assumption dated as of June 1, 1992 by and among Mercantile Bank of St. Louis National Association (as successor in interest to Mercantile Bank, National Association), as lessor, Principal Mutual Life Insurance Company, as noteholder, IteL Rail Corporation (as successor to Signal Capital Corporation), as assignor lessee, and GE Capital Railcar Associates, Inc., as assignee lessee (the "First Assignment"), and (iv) pursuant to that certain Assignment and Assumption Agreement dated September 29, 1995 between Mercantile Bank of St. Louis National Association, as assignor lessor, and Mellon Financial Services Corporation #3, as assignee lessor (the "Second Assignment"), as otherwise assigned, amended and/or modified, has been terminated.

The Lease was originally filed with the Interstate Commerce Commission (now the Surface Transportation Board) on October 20, 1986 at 12:05 pm under Recordation Number 15080 and covers the following railcars:

200 railcars originally numbered as PLWX 46000 through PLWX 46199, inclusive. Now, numbered PLWX 46000 to PLWX 46150, and PLCX 46151 to PLCX 46199, each inclusive (except for casualties and units previously sold)

The First Amendment was originally filed with the Interstate Commerce Commission on December 5, 1986 at 1:34 pm under Recordation Number 15080-A. The Second Amendment was originally filed with the Interstate Commerce Commission on March 2, 1987 at 1:10 pm under Recordation Number 15080-B. The First Assignment was originally filed with the Interstate Commerce Commission on June 29, 1992 around 11:30 am under Recordation Number 15080-C. The Second Assignment was originally filed with the Interstate Commerce Commission on October 6, 1995 at 2:00 pm under Recordation Number 15080-D.

IN WITNESS WHEREOF, Mellon Leasing Corporation has caused this instrument to be executed by its officer thereunto duly authorized this 24 day of May, 2006.

Mellon Leasing Corporation, as Lessor

By: 

Name: M. F. MARKS

Title: FIRST V. P.

STATE OF PENNSYLVANIA

COUNTY OF ALLEGHENY

On this 24th day of May, 2006, before me personally appeared Michael F. Marks, to me personally known, who, being by me duly sworn, said that he/she is First Vice President of Mellon Leasing Corporation, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

Amy E. Imblum  
NOTARY PUBLIC

My commission expires:

